REPSOL S.A.

Audit and Control Committee report on the Independence of the External Auditor

Translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish-language version prevails.
1. Introduction

This report is issued by the Audit and Control Committee of the Board of Repsol, S.A. (the “Committee”) in accordance with section 529 quaterdecies of the Spanish Capital Companies Act [Ley de Sociedades de Capital], as worded by the Spanish Audit Act 22/2015, of December 20 [Ley de Auditoría de Cuentas].

This article establishes that the Committee must issue annually, prior to the signing of the audit report, a report expressing an opinion on the independence of the auditor and containing a reasoned assessment of the provision by the auditor of additional services, other than statutory auditing, to the Company or to entities of its Group or related companies.

2. Committee Report

2.1 Information from the external auditor

The partner responsible for the audit of the individual and consolidated annual accounts has informed the Committee that, during their work, the external auditors have had access to all the necessary information and have received all the cooperation required from the Group’s personnel for the performance of their activity.

From 1 January 2023 to 23 January 2024 (date of the last meeting held prior to the preparation of this report), the partner responsible for the audit of the individual and consolidated annual accounts attended seven meetings of the Committee, and at none of these meetings did he report any situation in the course and development of his work that might have compromised his independence. A list of the matters dealt with by the external auditor at the meetings at which he was present is attached as Appendix I.

Likewise, in accordance with the provisions of section e) of article 529 quaterdecies of the Capital Companies Act, the Committee has today received written confirmation from the external auditor of its independence vis-à-vis the Repsol Group, as well as of its compliance with the independence standards established in the applicable regulations.

2.2. External auditor services and fees

In 2023, the fees approved for audit work performed by PricewaterhouseCoopers Auditores, S.L. and its network (hereinafter, PwC) at the Company and its Group companies amounted to 7.6 million euros.

In addition, the fees approved for PwC for professional services related to the audit amounted to 1.8 million euro. A breakdown of these services and amounts is included as Appendix II. As at 31 December 2023, the percentage of non-audit services out of the amount of fees for audit services of the audit firm amounts to 23.3%.

2.3. Auditor rotation

In accordance with the applicable regulations, on 25 May 2023, the proposal to appoint PricewaterhouseCoopers Auditores, S.L. as the Repsol Group's auditor for the 2023 financial year was submitted to the General Shareholders’ Meeting, which was approved by 99.516% of the capital present or represented at the General Shareholders’ Meeting. This was PwC’s sixth year as auditor of the Repsol Group.
In addition, the applicable regulations require that, in the case of listed companies, every five years from the initial contract, the auditor signing the audit report must be rotated. For these purposes, 2023 is the first year in which Mr. Juan Manuel Anguita is the partner signing the audit report of the Repsol Group.

2.4. Pre-approval of the external auditor’s services by the Committee

As part of its work to ensure the independence of the external audit, in 2003 the Committee agreed on a procedure for prior approval of all services, whether audit or non-audit services, provided by the external auditor, whatever their scope, scope and nature. Prior to the approval of the service, it receives information on the scope of the work to be performed, the Group company to which the services are to be provided, background information on the circumstances and context in which the engagement takes place, confirmation of the independence of the external auditor, as well as the percentage of non-audit services out of the total amount of fees for audit services of the auditor in the current year, including the service being approved.

Likewise, the Committee has delegated powers to its Chairwoman to authorise urgent services to be provided by the external auditor during the period between its meetings, which are subsequently submitted to the Committee for ratification.

This procedure is regulated by the internal regulation “Pre-approval of services to be provided by audit firms” (Code 00-00093NO), which is mandatory throughout the Repsol Group.

By virtue of this, in 2023, the Committee approved all the services provided to Repsol Group by the external auditor and its organization, and ratified the powers that its Chair granted with regard to some of these services, in use of the powers delegated to her. The Company’s internal services have also been verifying that the services provided by the external auditor comply with the independence requirements established under the applicable legislation.

3. Conclusions

Based on the above information, the Committee concludes that there are no objective reasons to question the independence of the external auditor of the Company and its Consolidated Group.

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ANNEX I. Matters reported by the External Auditor to the Committee

The Committee has received, on a regular basis, information from the external auditor on: (i) the implementation of the audit plan and the results of implementing it; (ii) the relevant issues brought to light from carrying out the audit work; and (iii) the communications and recommendations made to Management in the audit process.

Since 1 January 2023 and up to the date of preparation of this report, the Commission has been briefed by the external auditor on the above-mentioned issues at the following meetings:

- **24 January 2023**: PwC report on the status of the audit of the annual accounts and management report - including the Statement of Non-Financial Information (hereinafter, "NFI") - of Repsol, S.A. and its consolidated Group for the 2022 financial year and the review of the impairment tests, as well as the status of the audit, the review of the ICFR, the General Computer Controls (GCO) and the assessment of risks associated with cybersecurity.

- **14 February 2023**: Report on PwC’s conclusions on its audit of the consolidated financial statements of the Repsol Group and the individual financial statements of Repsol, S.A. for the year ended 31 December 2022; confirmation of its independence, the main aspects of the audit and conclusions on the effectiveness of the ICFR. Likewise, its favourable conclusions on the Limited Assurance Report on the Non-Financial Information Statement of the 2022 Management Report were also presented. The PwC report on the audit of the 2022 financial statements of Repsol International Finance, B.V. and Repsol Europe Finance S.à r.l. was also presented.

- **25 April 2023**: Report from PwC on its review of the first quarter results.

- **25 July 2023**: Report from PwC on the limited review of the condensed consolidated financial statements of the Repsol Group at 30 June, including information on the matters reviewed during their work. The audit plan for Repsol, S.A. and its consolidated Group was also presented.

- **24 October 2023**: Report from PwC on their work reviewing the third quarter results.

- **19 December 2023**: Report by PwC on the status of the audit of the annual accounts of Repsol, S.A. and its consolidated Group for the 2023 financial year, the status of the review of the impairment tests (Impairment Test), the status of the audit, the review of the SCIIF, the EINF and the General Computer Controls (GCO) and the assessment of risks associated with cybersecurity. The 2023 Audit Plan for Repsol Europe Finance, S.à r.l. (REF) and Repsol International Finance, B.V. (RIF) was also presented.

- **23 January 2024**: PwC report on the status of the audit of the annual accounts of Repsol, S.A. and its consolidated Group for the 2023 financial year and the review of the ICFR and the EINF. It also presents the status of the audit of the accounts of Repsol Europe Finance, S.à r.l. (REF) and Repsol International Finance, B.V. (RIF).

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